



QUARTERLY STATEMENT  
AS OF June 30, 2013  
OF THE CONDITION AND AFFAIRS OF THE  
Meridian Health Plan of Michigan, Inc.

NAIC Group Code	4640 (Current Period)	4640 (Prior Period)	NAIC Company Code	52563	Employer's ID Number	38-3253977
Organized under the Laws of	Michigan		State of Domicile or Port of Entry	Michigan		
Country of Domicile	United States of America					
Licensed as business type:	Life, Accident & Health[ ] Dental Service Corporation[ ] Other[ ]		Property/Casualty[ ] Vision Service Corporation[ ] Is HMO Federally Qualified? Yes[ ] No[X] N/A[ ]		Hospital, Medical & Dental Service or Indemnity[ ] Health Maintenance Organization[X]	
Incorporated/Organized	12/31/1995		Commenced Business	12/31/1995		
Statutory Home Office	777 Woodward Ave. Suite 600 (Street and Number)		Detroit, MI, US 48226 (City or Town, State, Country and Zip Code)			
Main Administrative Office	777 Woodward Ave. Suite 600 (Street and Number) Detroit, MI, US 48226 (City or Town, State, Country and Zip Code)					
Mail Address	777 Woodward Ave. Suite 600 (Street and Number or P.O. Box)		(313)324-3700 (Area Code) (Telephone Number) Detroit, MI, US 48226 (City or Town, State, Country and Zip Code)			
Primary Location of Books and Records	Same (City or Town, State, Country and Zip Code)		Same (Street and Number) (313)324-3700 (Area Code) (Telephone Number)			
Internet Web Site Address	www.mhplan.com		(313)324-3700 (Area Code) (Telephone Number)			
Statutory Statement Contact	Julie Secord (Name) julie.secord@mhplan.com (E-Mail Address)		(313)324-3700 (Area Code)(Telephone Number)(Extension) (313)202-1290 (Fax Number)			

OFFICERS

Name	Title
Jon B. Cotton	President/COO
Sean P. Cotton	Secretary/CLC
Janice Torosian	Treasurer/CFO

OTHERS

DIRECTORS OR TRUSTEES

George Ellis  
Thomas Lauzon

Karie Pasternak

State of Michigan  
County of Wayne ss

The officers of this reporting entity, being duly sworn, each depose and say that they are the described officers of the said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

(Signature)  
Jon B. Cotton  
(Printed Name)  
1.  
President  
(Title)

(Signature)  
Sean P. Cotton  
(Printed Name)  
2.  
Secretary  
(Title)

(Signature)  
Janice Torosian  
(Printed Name)  
3.  
Treasurer  
(Title)

Subscribed and sworn to before me this  
day of , 2013

- a. Is this an original filing?  
b. If no, 1. State the amendment number  
2. Date filed  
3. Number of pages attached

Yes[X] No[ ]

(Notary Public Signature)

ASSETS

		Current Statement Date			4
		1	2	3	
		Assets	Nonadmitted Assets	Net Admitted Assets (Cols. 1 - 2)	December 31 Prior Year Net Admitted Assets
1.	Bonds .....	57,032,726		57,032,726	58,651,760
2.	Stocks:				
2.1	Preferred stocks .....				
2.2	Common stocks .....	10,004,219		10,004,219	8,234,271
3.	Mortgage loans on real estate:				
3.1	First liens .....				
3.2	Other than first liens .....				
4.	Real estate:				
4.1	Properties occupied by the company (less \$.....0 encumbrances) .....				
4.2	Properties held for the production of income (less \$.....0 encumbrances) .....				
4.3	Properties held for sale (less \$.....0 encumbrances) .....				
5.	Cash (\$.....103,347,138), cash equivalents (\$.....200,719) and short-term investments (\$.....21,438,001) .....	124,985,858		124,985,858	110,106,507
6.	Contract loans (including \$.....0 premium notes) .....				
7.	Derivatives .....				
8.	Other invested assets .....	1,676,277	1,365,850	310,427	310,427
9.	Receivables for securities .....				
10.	Securities lending reinvested collateral assets .....				
11.	Aggregate write-ins for invested assets .....				
12.	Subtotals, cash and invested assets (Lines 1 to 11) .....	193,699,080	1,365,850	192,333,230	177,302,965
13.	Title plants less \$.....0 charged off (for Title insurers only) .....				
14.	Investment income due and accrued .....	705,015		705,015	716,190
15.	Premiums and considerations:				
15.1	Uncollected premiums and agents' balances in the course of collection .....				
15.2	Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$.....0 earned but unbilled premiums) .....				
15.3	Accrued retrospective premiums .....				
16.	Reinsurance:				
16.1	Amounts recoverable from reinsurers .....	325,654		325,654	376,789
16.2	Funds held by or deposited with reinsured companies .....				
16.3	Other amounts receivable under reinsurance contracts .....				
17.	Amounts receivable relating to uninsured plans .....				
18.1	Current federal and foreign income tax recoverable and interest thereon .....	1,045,007		1,045,007	
18.2	Net deferred tax asset .....	878,992		878,992	878,992
19.	Guaranty funds receivable or on deposit .....				
20.	Electronic data processing equipment and software .....				
21.	Furniture and equipment, including health care delivery assets (\$.....0) .....				
22.	Net adjustments in assets and liabilities due to foreign exchange rates .....				
23.	Receivables from parent, subsidiaries and affiliates .....				
24.	Health care (\$.....6,239,240) and other amounts receivable .....	6,239,240		6,239,240	12,294,010
25.	Aggregate write-ins for other than invested assets .....	94,377	91,350	3,027	3,027
26.	TOTAL assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25) .....	202,987,365	1,457,200	201,530,165	191,571,973
27.	From Separate Accounts, Segregated Accounts and Protected Cell Accounts .....				
28.	TOTAL (Lines 26 and 27) .....	202,987,365	1,457,200	201,530,165	191,571,973
DETAILS OF WRITE-INS					
1101.	.....				
1102.	.....				
1103.	.....				
1198.	Summary of remaining write-ins for Line 11 from overflow page .....				
1199.	TOTALS (Lines 1101 through 1103 plus 1198) (Line 11 above) .....				
2501.	Deposits .....	3,027		3,027	3,027
2502.	Acquired Memberships .....	91,350	91,350		
2503.	Prepaid Expenses .....				
2598.	Summary of remaining write-ins for Line 25 from overflow page .....				
2599.	TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above) .....	94,377	91,350	3,027	3,027

**LIABILITIES, CAPITAL AND SURPLUS**

		Current Period			Prior Year
		1 Covered	2 Uncovered	3 Total	4 Total
1.	Claims unpaid (less \$.....0 reinsurance ceded) .....	109,623,254		109,623,254	101,381,102
2.	Accrued medical incentive pool and bonus amounts .....	1,959,221		1,959,221	2,365,797
3.	Unpaid claims adjustment expenses .....	444,000		444,000	444,000
4.	Aggregate health policy reserves, including the liability of \$.....0 for medical loss ratio rebate per the Public Health Service Act .....	514,000		514,000	514,000
5.	Aggregate life policy reserves .....				
6.	Property/casualty unearned premium reserve .....				
7.	Aggregate health claim reserves .....				
8.	Premiums received in advance .....				
9.	General expenses due or accrued .....	4,434,383		4,434,383	2,736,862
10.1	Current federal and foreign income tax payable and interest thereon (including \$.....0 on realized gains (losses)) .....				216,885
10.2	Net deferred tax liability .....				
11.	Ceded reinsurance premiums payable .....				
12.	Amounts withheld or retained for the account of others .....				
13.	Remittances and items not allocated .....				
14.	Borrowed money (including \$.....0 current) and interest thereon \$.....0 (including \$.....0 current) .....				
15.	Amounts due to parent, subsidiaries and affiliates .....	2,093,055		2,093,055	1,932,827
16.	Derivatives .....				
17.	Payable for securities .....				
18.	Payable for securities lending .....				
19.	Funds held under reinsurance treaties with (\$.....0 authorized reinsurers, \$.....0 unauthorized reinsurers and \$.....0 certified reinsurers) .....				
20.	Reinsurance in unauthorized and certified (\$.....0) companies .....				
21.	Net adjustments in assets and liabilities due to foreign exchange rates .....				
22.	Liability for amounts held under uninsured plans .....				
23.	Aggregate write-ins for other liabilities (including \$.....0 current) .....				
24.	Total liabilities (Lines 1 to 23) .....	119,067,913		119,067,913	109,591,473
25.	Aggregate write-ins for special surplus funds .....	X X X	X X X		
26.	Common capital stock .....	X X X	X X X	44,700	44,700
27.	Preferred capital stock .....	X X X	X X X		
28.	Gross paid in and contributed surplus .....	X X X	X X X	251,363	251,363
29.	Surplus notes .....	X X X	X X X		
30.	Aggregate write-ins for other than special surplus funds .....	X X X	X X X		
31.	Unassigned funds (surplus) .....	X X X	X X X	82,166,189	81,684,437
32.	Less treasury stock, at cost:				
32.1	.....0 shares common (value included in Line 26 \$.....0) .....	X X X	X X X		
32.2	.....0 shares preferred (value included in Line 27 \$.....0) .....	X X X	X X X		
33.	Total capital and surplus (Lines 25 to 31 minus Line 32) .....	X X X	X X X	82,462,252	81,980,500
34.	Total Liabilities, capital and surplus (Lines 24 and 33) .....	X X X	X X X	201,530,165	191,571,973
DETAILS OF WRITE-INS					
2301.	.....				
2302.	.....				
2303.	.....				
2398.	Summary of remaining write-ins for Line 23 from overflow page .....				
2399.	TOTALS (Lines 2301 through 2303 plus 2398) (Line 23 above) .....				
2501.	.....	X X X	X X X		
2502.	.....	X X X	X X X		
2503.	.....	X X X	X X X		
2598.	Summary of remaining write-ins for Line 25 from overflow page .....	X X X	X X X		
2599.	TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above) .....	X X X	X X X		
3001.	.....	X X X	X X X		
3002.	.....	X X X	X X X		
3003.	.....	X X X	X X X		
3098.	Summary of remaining write-ins for Line 30 from overflow page .....	X X X	X X X		
3099.	TOTALS (Lines 3001 through 3003 plus 3098) (Line 30 above) .....	X X X	X X X		

STATEMENT OF REVENUE AND EXPENSES

		Current Year To Date		Prior Year To Date	Prior Year Ended December 31
		1 Uncovered	2 Total	3 Total	4 Total
1.	Member Months .....	X X X .....	1,760,220	1,756,363	3,504,919
2.	Net premium income (including \$.....0 non-health premium income) .....	X X X .....	509,799,318	478,560,269	957,354,646
3.	Change in unearned premium reserves and reserves for rate credits .....	X X X .....			
4.	Fee-for-service (net of \$.....0 medical expenses) .....	X X X .....			
5.	Risk revenue .....	X X X .....			
6.	Aggregate write-ins for other health care related revenues .....	X X X .....	6	6	12
7.	Aggregate write-ins for other non-health revenues .....	X X X .....			
8.	Total revenues (Lines 2 to 7) .....	X X X .....	509,799,324	478,560,275	957,354,658
<b>Hospital and Medical:</b>					
9.	Hospital/medical benefits .....		361,091,855	328,043,383	663,856,333
10.	Other professional services .....		2,367,538	1,626,428	4,777,843
11.	Outside referrals .....		18,267,476	14,443,409	29,780,670
12.	Emergency room and out-of-area .....		7,676,086	7,318,949	15,221,093
13.	Prescription drugs .....		55,606,808	49,467,167	98,130,198
14.	Aggregate write-ins for other hospital and medical .....		184,889	143,667	315,863
15.	Incentive pool, withhold adjustments and bonus amounts .....		3,295,204	5,047,390	9,652,527
16.	Subtotal (Lines 9 to 15) .....		448,489,856	406,090,393	821,734,527
<b>Less:</b>					
17.	Net reinsurance recoveries .....				427,905
18.	Total hospital and medical (Lines 16 minus 17) .....		448,489,856	406,090,393	821,306,622
19.	Non-health claims (net) .....				
20.	Claims adjustment expenses, including \$.....0 cost containment expenses .....		1,860,815	2,245,377	4,011,886
21.	General administrative expenses .....		59,872,532	69,443,156	125,379,995
22.	Increase in reserves for life and accident and health contracts (including \$.....0 increase in reserves for life only) .....				340,000
23.	Total underwriting deductions (Lines 18 through 22) .....		510,223,203	477,778,926	951,038,503
24.	Net underwriting gain or (loss) (Lines 8 minus 23) .....	X X X .....	(423,879)	781,349	6,316,155
25.	Net investment income earned .....		509,894	601,576	1,283,036
26.	Net realized capital gains (losses) less capital gains tax of \$.....38,448 .....		71,404	591,364	654,089
27.	Net investment gains or (losses) (Lines 25 plus 26) .....		581,298	1,192,940	1,937,125
28.	Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$.....0) (amount charged off \$.....0)] .....				
29.	Aggregate write-ins for other income or expenses .....				
30.	Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29) .....	X X X .....	157,419	1,974,289	8,253,280
31.	Federal and foreign income taxes incurred .....	X X X .....	30,105	484,023	3,038,815
32.	Net income (loss) (Lines 30 minus 31) .....	X X X .....	127,314	1,490,266	5,214,465
<b>DETAILS OF WRITE-INS</b>					
0601.	Miscellaneous Income .....	X X X .....	6	6	12
0602.	.....	X X X .....			
0603.	.....	X X X .....			
0698.	Summary of remaining write-ins for Line 6 from overflow page .....	X X X .....			
0699.	TOTALS (Lines 0601 through 0603 plus 0698) (Line 6 above) .....	X X X .....	6	6	12
0701.	.....	X X X .....			
0702.	.....	X X X .....			
0703.	.....	X X X .....			
0798.	Summary of remaining write-ins for Line 7 from overflow page .....	X X X .....			
0799.	TOTALS (Lines 0701 through 0703 plus 0798) (Line 7 above) .....	X X X .....			
1401.	Hearing/Speech devices .....		184,889	143,667	315,863
1402.	.....				
1403.	.....				
1498.	Summary of remaining write-ins for Line 14 from overflow page .....				
1499.	TOTALS (Lines 1401 through 1403 plus 1498) (Line 14 above) .....		184,889	143,667	315,863
2901.	.....				
2902.	.....				
2903.	.....				
2998.	Summary of remaining write-ins for Line 29 from overflow page .....				
2999.	TOTALS (Lines 2901 through 2903 plus 2998) (Line 29 above) .....				

**STATEMENT OF REVENUE AND EXPENSES (Continued)**

		1	2	3
		Current Year To Date	Prior Year To Date	Prior Year Ended December 31
<b>CAPITAL &amp; SURPLUS ACCOUNT</b>				
33.	Capital and surplus prior reporting year .....	81,980,500	77,581,404	77,581,404
34.	Net income or (loss) from Line 32 .....	127,314	1,490,266	5,214,465
35.	Change in valuation basis of aggregate policy and claim reserves .....			
36.	Change in net unrealized capital gains (losses) less capital gains tax of \$.....0 .....	269,948	(501,521)	(48,200)
37.	Change in net unrealized foreign exchange capital gain or (loss) .....			
38.	Change in net deferred income tax .....			455,987
39.	Change in nonadmitted assets .....	84,490	55,340	(1,223,156)
40.	Change in unauthorized and certified reinsurance .....			
41.	Change in treasury stock .....			
42.	Change in surplus notes .....			
43.	Cumulative effect of changes in accounting principles .....			
44.	Capital Changes:			
44.1	Paid in .....			
44.2	Transferred from surplus (Stock Dividend) .....			
44.3	Transferred to surplus .....			
45.	Surplus adjustments:			
45.1	Paid in .....			
45.2	Transferred to capital (Stock Dividend) .....			
45.3	Transferred from capital .....			
46.	Dividends to stockholders .....			
47.	Aggregate write-ins for gains or (losses) in surplus .....			
48.	Net change in capital and surplus (Lines 34 to 47) .....	481,752	1,044,085	4,399,096
49.	Capital and surplus end of reporting period (Line 33 plus 48) .....	82,462,252	78,625,489	81,980,500
<b>DETAILS OF WRITE-INS</b>				
4701.	0 .....			
4702.	.....			
4703.	.....			
4798.	Summary of remaining write-ins for Line 47 from overflow page .....			
4799.	TOTALS (Lines 4701 through 4703 plus 4798) (Line 47 above) .....			

CASH FLOW

		1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
Cash from Operations				
1.	Premiums collected net of reinsurance .....	516,080,606	479,405,691	952,613,402
2.	Net investment income .....	939,537	838,865	1,641,596
3.	Miscellaneous income .....	6	6	12
4.	TOTAL (Lines 1 to 3) .....	517,020,149	480,244,562	954,255,010
5.	Benefit and loss related payments .....	440,603,145	400,056,772	816,443,817
6.	Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts .....			
7.	Commissions, expenses paid and aggregate write-ins for deductions .....	60,035,826	73,243,151	130,316,447
8.	Dividends paid to policyholders .....			
9.	Federal and foreign income taxes paid (recovered) net of \$.....0 tax on capital gains (losses) .....	1,291,997	4,870,068	5,225,230
10.	TOTAL (Lines 5 through 9) .....	501,930,968	478,169,991	951,985,494
11.	Net cash from operations (Line 4 minus Line 10) .....	15,089,181	2,074,571	2,269,516
Cash from Investments				
12.	Proceeds from investments sold, matured or repaid:			
12.1	Bonds .....	24,085,176	11,558,968	25,801,871
12.2	Stocks .....		8,471,975	8,537,272
12.3	Mortgage loans .....			
12.4	Real estate .....			
12.5	Other invested assets .....	34,150	32,210	32,210
12.6	Net gains or (losses) on cash, cash equivalents and short-term investments .....			
12.7	Miscellaneous proceeds .....			22,018
12.8	TOTAL investment proceeds (Lines 12.1 to 12.7) .....	24,119,326	20,063,153	34,393,371
13.	Cost of investments acquired (long-term only):			
13.1	Bonds .....	22,775,792	15,540,888	38,607,425
13.2	Stocks .....	1,500,000	8,971,990	9,158,404
13.3	Mortgage loans .....			
13.4	Real estate .....			
13.5	Other invested assets .....		1,400,000	1,400,000
13.6	Miscellaneous applications .....	37,414	318,428	351,917
13.7	TOTAL investments acquired (Lines 13.1 to 13.6) .....	24,313,206	26,231,306	49,517,746
14.	Net increase (or decrease) in contract loans and premium notes .....			
15.	Net cash from investments (Line 12.8 minus Line 13.7 and Line 14) .....	(193,880)	(6,168,153)	(15,124,375)
Cash from Financing and Miscellaneous Sources				
16.	Cash provided (applied):			
16.1	Surplus notes, capital notes .....			
16.2	Capital and paid in surplus, less treasury stock .....			
16.3	Borrowed funds .....			
16.4	Net deposits on deposit-type contracts and other insurance liabilities .....			
16.5	Dividends to stockholders .....			
16.6	Other cash provided (applied) .....	(15,950)	2,030,979	2,153,410
17.	Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6) .....	(15,950)	2,030,979	2,153,410
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS				
18.	Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17) .....	14,879,351	(2,062,603)	(10,701,449)
19.	Cash, cash equivalents and short-term investments:			
19.1	Beginning of year .....	110,106,507	120,807,957	120,807,957
19.2	End of period (Line 18 plus Line 19.1) .....	124,985,858	118,745,354	110,106,507

Note: Supplemental Disclosures of Cash Flow Information for Non-Cash Transactions:

20.0001				
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EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1  Total	Comprehensive (Hospital & Medical)		4  Medicare Supplement	5  Vision Only	6  Dental Only	7  Federal Employees Health Benefit Plan	8  Title XVIII Medicare	9  Title XIX Medicaid	10  Other
		2  Individual	3  Group							
Total Members at end of:										
1. Prior Year .....	295,260							304	294,956	
2. First Quarter .....	291,485							301	291,184	
3. Second Quarter .....	295,991							321	295,670	
4. Third Quarter .....										
5. Current Year .....										
6. Current Year Member Months .....	1,760,220							1,857	1,758,363	
Total Member Ambulatory Encounters for Period:										
7. Physician .....	1,585,229							3,815	1,581,414	
8. Non-Physician .....	1,809,576							5,388	1,804,188	
9. Total .....	3,394,805							9,203	3,385,602	
10. Hospital Patient Days Incurred .....	61,074							292	60,782	
11. Number of Inpatient Admissions .....	17,206							46	17,160	
12. Health Premiums Written (a) .....	512,016,655							2,145,154	509,871,501	
13. Life Premiums Direct .....										
14. Property/Casualty Premiums Written .....										
15. Health Premiums Earned .....	509,799,318							2,143,991	507,655,327	
16. Property/Casualty Premiums Earned .....										
17. Amount Paid for Provision of Health Care Services .....	440,654,280							2,010,035	438,644,245	
18. Amount Incurred for Provision of Health Care Services .....	448,489,856							1,892,072	446,597,784	

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$.....2,145,154.

**CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)**

Aging Analysis of Unpaid Claims						
1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 days	6 Over 120 Days	7 Total
Individually Listed Claims Unpaid						
MeridianRx Pharmacy Claims Payable .....	6,426,388					6,426,388
CVS Caremark Pharmacy Claims Payable .....					1,313,201	1,313,201
0199999 Individually Listed Claims Unpaid .....	6,426,388				1,313,201	7,739,589
0499999 Subtotals .....	6,426,388				1,313,201	7,739,589
0599999 Unreported claims and other claim reserves .....						101,883,665
0799999 Total Claims Unpaid .....						109,623,254
0899999 Accrued Medical Incentive Pool And Bonus Amounts .....						1,959,221



**UNDERWRITING AND INVESTMENT EXHIBIT**

**ANALYSIS OF CLAIMS UNPAID-PRIOR YEAR-NET OF REINSURANCE**

Line of Business		Claims Paid Year to Date		Liability End of Current Quarter		5	6
		1	2	3	4	Claims Incurred in Prior Years (Columns 1+3)	Estimated Claim Reserve and Claim Liability Dec 31 of Prior Year
		On Claims Incurred Prior to January 1 of Current Year	On Claims Incurred During the Year	On Claims Unpaid Dec 31 of Prior Year	On Claims Incurred During the Year		
1.	Comprehensive (hospital & medical) .....						
2.	Medicare Supplement .....						
3.	Dental only .....						
4.	Vision only .....						
5.	Federal Employees Health Benefits Plan .....						
6.	Title XVIII - Medicare .....	496,124	1,513,911	25,000	488,592	521,124	631,555
7.	Title XIX - Medicaid .....	83,647,916	351,294,549	17,793,268	91,316,394	101,441,184	100,749,547
8.	Other health .....						
9.	Health subtotal (Lines 1 to 8) .....	84,144,040	352,808,460	17,818,268	91,804,986	101,962,308	101,381,102
10.	Healthcare receivables (a) .....						
11.	Other non-health .....						
12.	Medical incentive pools and bonus amounts .....	1,995,077	1,706,703		1,959,221	1,995,077	2,365,797
13.	Totals (Lines 9 - 10 + 11 + 12) .....	86,139,117	354,515,163	17,818,268	93,764,207	103,957,385	103,746,899

(a) Excludes \$.00 loans or advances to providers not yet expensed.

# Notes to Financial Statement

MERIDIAN HEALTH PLAN OF MICHIGAN, INC.

NAIC Company Code 52563

NOTES TO THE FINANCIAL STATEMENTS June 30, 2013

**Note 1 – Nature of Business and Summary of Significant Accounting Policies**

Meridian Health Plan of Michigan, Inc. (the “Company”) operates as a state-licensed health maintenance organization (HMO). Meridian Health Plan of Michigan, Inc. provides medical services to persons in sixty-six Michigan counties who subscribe as recipients of state health benefits (Medicaid benefits). On January 1, 2011, the Company commenced operation of a Medicare Advantage Dual-Eligible Special Needs Plan to provide medical services to dual eligible members (those eligible for both Medicaid and Medicare benefits).

**Statutory Basis of Accounting** - The financial statements have been prepared in accordance with NAIC *Accounting Practices and Procedures* manual and the statutory accounting principles as prescribed by the Michigan Office of Financial and Insurance Regulation. The Company adopted the NAIC’s Codification of Statutory Accounting Principles on January 1, 2003 at the direction of the Michigan Office of Financial and Insurance Regulation. There are no significant differences between statutory accounting principles prescribed by the NAIC and the State of Michigan accounting requirements that are applicable to the Company, except for the prescribed practice for SSAP 84 Certain Health Care Receivables and Receivables Under Government Insured Plans. There is no impact on statutory surplus of the difference in accounting principles prescribed by the NAIC and the State of Michigan, due to the prescribed practice referenced above.

**Note 2 - Accounting Changes and Corrections of Errors**

This Note is not applicable to the Company.

**Note 3 - Business Combinations and Goodwill**

This Note is not applicable to the Company.

**Note 4 - Discontinued Operations**

This Note is not applicable to the Company.

**Note 5 - Investments**

This Note is not applicable to the Company.

**Note 6 - Joint Ventures, Partnerships, and Limited Liability Companies**

No change

**Note 7 - Investment Income**

This Note is not applicable to the Company.

**Note 8 - Derivative Instruments**

This Note is not applicable to the Company.

**Note 9 - Income Taxes**

No change

**Note 10 - Information Concerning Parent, Subsidiaries, and Affiliates**

No change

**Note 11 - Debt**

No change

**Notes to Financial Statement**

**Note 12 - Retirement Plans, Deferred Compensation, Postemployment Benefits and Compensated Absences, and Other Postretirement Benefit Plans**

This Note is not applicable to the Company.

**Note 13 - Capital and Surplus, Stockholders’ Dividend Restrictions, and Quasi-Reorganizations**

No change

**Note 14 - Contingencies**

This Note is not applicable to the Company.

**Note 15 - Leases**

This Note is not applicable to the Company.

**Note 16 - Information About Financial Instruments with Off-balance-sheet Risk and Financial Instruments with Concentrations of Credit Risk**

This Note is not applicable to the Company.

**Note 17 - Sale, Transfer, and Servicing of Financial Assets and Extinguishments of Liabilities**

This Note is not applicable to the Company.

**Note 18 - Gain or Loss to the Reporting Entity from Uninsured A&H Plans and the Uninsured Portion of Partially Insured Plans**

This Note is not applicable to the Company.

**Note 19 - Direct Premium Written/Produced by Managing General Agents/Third Party Administrators**

This Note is not applicable to the Company.

**Note 20 – Fair Value Measurements**

The following table presents information about the Company’s assets and liabilities measured at fair value at June 30, 2013, and the valuation techniques used by the Company to determine those fair values.

In general, fair values determined by Level 1 inputs use quoted prices in active markets for identical assets or liabilities that the Company has the ability to access.

Fair values determined by Level 2 inputs use other inputs that are observable, either directly or indirectly. These Level 2 inputs include quoted prices for similar assets and liabilities in active markets, and other inputs such as interest rates and yield curves that are observable at commonly quoted intervals.

Level 3 inputs are unobservable inputs, including inputs that are available in situations where there is little, if any, market activity for the related asset or liability.

In instances where inputs used to measure fair value fall into different levels in the above fair value hierarchy, fair value measurements in their entirety are categorized based on the lowest level input that is significant to the valuation. The Company’s assessment of the significance of particular inputs to these fair value measurements requires judgment and considers factors specific to each asset or liability.

The fair value of bonds was determined primarily based on Level 2 inputs. The Company obtains the fair value of these investments based on values determined and provided by the investment custodians.

**Notes to Financial Statement**

**A. Fair Value Measurements at Reporting Date**

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Common stock - Industrial & Miscellaneous	<u>\$ 10,004,219</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 10,004,219</u>

**C.**

	<u>Aggregate Fair</u>					
	<u>Value</u>	<u>Admitted Assets</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Carrying Value</u>
Bonds	57,384,808	57,032,726		57,384,808	-	57,032,726
Short-term investments	21,438,001	21,438,001	21,438,001	-	-	21,438,001
Cash equivalents	<u>200,719</u>	<u>200,719</u>	<u>200,719</u>	<u>-</u>	<u>-</u>	<u>200,719</u>
	<u>79,023,528</u>	<u>78,671,446</u>	<u>21,638,720</u>	<u>57,384,808</u>	<u>-</u>	<u>78,671,446</u>

**Note 21 - Other Items**

No change

**Note 22 - Events Subsequent**

This Note is not applicable to the Company.

**Note 23 - Reinsurance**

No change

**Note 24 - Retrospectively Rated Contracts and Contracts Subject to Redetermination**

This Note is not applicable to the Company.

**Note 25 - Change in Incurred Claims and Claim Adjustment Expenses**

Reserves as of December 31, 2012 were approximately \$103.7 million. As of June 30, 2013, approximately \$86 million has been paid for incurred claims and claim adjustment expenses attributable to insured events of prior years. Reserves remaining for prior years are now approximately \$17.8 million. Reserves for incurred claims and claim adjustment expense attributable to insured events of prior years has increased by approximately \$200,000 primarily due to the re-estimation of unpaid claims and claim adjustment expenses. This change is generally the result of ongoing analysis of recent loss development trends. Original estimates are increased or decreased as additional information becomes known regarding individual claims.

**Note 26 - Intercompany Pooling Arrangements**

This Note is not applicable to the Company.

**Note 27 - Structured Settlements**

This Note is not applicable to the Company.

**Note 28 - Health Care Receivables**

No change

**Note 29 - Participating Policies**

This Note is not applicable to the Company.

**Note 30 - Premium Deficiency Reserves**

No change

**Note 31 - Anticipated Salvage and Subrogation**

This Note is not applicable to the Company.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES  
GENERAL

- 1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act?

Yes[ ] No[X]
- 1.2 If yes, has the report been filed with the domiciliary state?

Yes[ ] No[ ] N/A[X]
- 2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes[ ] No[X]
- 2.2 If yes, date of change:
- 3.1 Have there been any substantial changes in the organizational chart since the prior quarter end?

Yes[ ] No[X]
- 3.2 If the response to 3.1 is yes, provide a brief description of those changes:
- 4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes[ ] No[X]
- 4.2 If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1 Name of Entity	2 NAIC Company Code	3 State of Domicile

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? If yes, attach an explanation.

Yes[ ] No[X] N/A[ ]
- 6.1 State as of what date the latest financial examination of the reporting entity was made or is being made.

12/31/2011
- 6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.

12/31/2011
- 6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).

10/01/2012
- 6.4 By what department or departments?  
State of Michigan DIFS
- 6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments?

Yes[ ] No[ ] N/A[X]
- 6.6 Have all of the recommendations within the latest financial examination report been complied with?

Yes[X] No[ ] N/A[ ]
- 7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period?

Yes[ ] No[X]
- 7.2 If yes, give full information
- 8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?

Yes[ ] No[X]
- 8.2 If response to 8.1 is yes, please identify the name of the bank holding company.
- 8.3 Is the company affiliated with one or more banks, thrifts or securities firms?

Yes[ ] No[X]
- 8.4 If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.]

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 FDIC	6 SEC
		Yes[ ] No[X]	Yes[ ] No[X]	Yes[ ] No[X]	Yes[ ] No[X]

- 9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards?  
(a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;  
(b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;  
(c) Compliance with applicable governmental laws, rules and regulations;  
(d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and  
(e) Accountability for adherence to the code.

Yes[X] No[ ]
- 9.11 If the response to 9.1 is No, please explain:
- 9.2 Has the code of ethics for senior managers been amended?

Yes[ ] No[X]
- 9.21 If the response to 9.2 is Yes, provide information related to amendment(s).
- 9.3 Have any provisions of the code of ethics been waived for any of the specified officers?

Yes[ ] No[X]
- 9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).

FINANCIAL

- 10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement?

Yes[ ] No[X]
- 10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount:

\$..... 0

INVESTMENT

- 11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.)

Yes[ ] No[X]
- 11.2 If yes, give full and complete information relating thereto:
12. Amount of real estate and mortgages held in other invested assets in Schedule BA:

\$..... 0
13. Amount of real estate and mortgages held in short-term investments:

\$..... 0
- 14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates?

Yes[ ] No[X]
- 14.2 If yes, please complete the following:

**GENERAL INTERROGATORIES (Continued)**

		1	2
		Prior Year-End Book/Adjusted Carrying Value	Current Quarter Book/Adjusted Carrying Value
14.21	Bonds .....		
14.22	Preferred Stock .....		
14.23	Common Stock .....		
14.24	Short-Term Investments .....		
14.25	Mortgages Loans on Real Estate .....		
14.26	All Other .....		
14.27	Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26) .....		
14.28	Total Investment in Parent included in Lines 14.21 to 14.26 above .....		

- 15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB?

15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state?  
If no, attach a description with this statement.
- Yes[ ] No[X]

Yes[ ] No[ ] N/A[X]
16. For the reporting entity's security lending program, state the amount of the following as of the current statement date:

16.1 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2

16.2 Total book/adjusted carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2

16.3 Total payable for securities lending reported on the liability page
- \$ ..... 0

\$ ..... 0

\$ ..... 0
17. Excluding items in Schedule E - Part 3 - Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III - General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook?

17.1 For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:
- Yes[X] No[ ]

1	2
Name of Custodian(s)	Custodian Address
Comerica Bank .....	411 W.Lafayette, Detroit, MI, 48226 .....
.....	.....
.....	.....

- 17.2 For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation:

1	2	3
Name(s)	Location(s)	Complete Explanation(s)
.....	.....	.....

- 17.3 Have there been any changes, including name changes, in the custodian(s) identified in 17.1 during the current quarter?

17.4 If yes, give full and complete information relating thereto:
- Yes[ ] No[X]

1	2	3	4
Old Custodian	New Custodian	Date of Change	Reason
.....	.....	.....	.....

- 17.5 Identify all investment advisors, brokers/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1	2	3
Central Registration Depository	Name(s)	Address
134261 .....	RSW Investments .....	47 Maple St., Suite 304, Summit, NJ, 07901 .....
114949 .....	Madison Scottsdale .....	8777 N. Gainey Center Dr, Ste 200, Scottsdale, AZ 85258 .....
19616 .....	Wells Fargo Advisors .....	718 Notre Dame, Suite 200, Grosse Pointe, MI, 48230 .....
.....	.....	.....

- 18.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed?

18.2 If no, list exceptions:
- Yes[X] No[ ]

**GENERAL INTERROGATORIES**

**PART 2 - HEALTH**

1. Operating Percentages:	
1.1 A&H loss percent	87.974%
1.2 A&H cost containment percent	0.365%
1.3 A&H expense percent excluding cost containment expenses	11.744%
2.1 Do you act as a custodian for health savings accounts?	Yes[ ] No[X]
2.2 If yes, please provide the amount of custodial funds held as of the reporting date.	\$..... 0
2.3 Do you act as an administrator for health savings accounts?	Yes[ ] No[X]
2.4 If yes, please provide the balance of the funds administered as of the reporting date.	\$..... 0

**SCHEDULE S - CEDED REINSURANCE**  
**Showing All New Reinsurance Treaties - Current Year to Date**

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Reinsurer	5 Domiciliary Jurisdiction	6 Type of Reinsurance Ceded	7 Is Insurer Authorized? (Yes or No)
<b>Accident and Health - Non-affiliates</b>						
16535 .....	36-4233459 .....	07/01/2011 .....	ZURICH AMER INS CO .....	NY .....	SSL/A/I .....	Yes[X] No[ ] .....
13989 .....	98-0636926 .....	07/01/2011 .....	SAXON RE LTD .....	MI .....	SSL/A/I .....	Yes[X] No[ ] .....



**SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS**  
**Current Year to Date - Allocated by States and Territories**

		1	Direct Business Only							
			2	3	4	5	6	7	8	9
State, Etc.		Active Status	Accident and Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life and Annuity Premiums and Other Considerations	Property/ Casualty Premiums	Total Columns 2 Through 7	Deposit-Type Contracts
1.	Alabama (AL) .....	N								
2.	Alaska (AK) .....	N								
3.	Arizona (AZ) .....	N								
4.	Arkansas (AR) .....	N								
5.	California (CA) .....	N								
6.	Colorado (CO) .....	N								
7.	Connecticut (CT) .....	N								
8.	Delaware (DE) .....	N								
9.	District of Columbia (DC) .....	N								
10.	Florida (FL) .....	N								
11.	Georgia (GA) .....	N								
12.	Hawaii (HI) .....	N								
13.	Idaho (ID) .....	N								
14.	Illinois (IL) .....	N								
15.	Indiana (IN) .....	N								
16.	Iowa (IA) .....	N								
17.	Kansas (KS) .....	N								
18.	Kentucky (KY) .....	N								
19.	Louisiana (LA) .....	N								
20.	Maine (ME) .....	N								
21.	Maryland (MD) .....	N								
22.	Massachusetts (MA) .....	N								
23.	Michigan (MI) .....	L		2,145,154	509,871,501				512,016,655	
24.	Minnesota (MN) .....	N								
25.	Mississippi (MS) .....	N								
26.	Missouri (MO) .....	N								
27.	Montana (MT) .....	N								
28.	Nebraska (NE) .....	N								
29.	Nevada (NV) .....	N								
30.	New Hampshire (NH) .....	N								
31.	New Jersey (NJ) .....	N								
32.	New Mexico (NM) .....	N								
33.	New York (NY) .....	N								
34.	North Carolina (NC) .....	N								
35.	North Dakota (ND) .....	N								
36.	Ohio (OH) .....	N								
37.	Oklahoma (OK) .....	N								
38.	Oregon (OR) .....	N								
39.	Pennsylvania (PA) .....	N								
40.	Rhode Island (RI) .....	N								
41.	South Carolina (SC) .....	N								
42.	South Dakota (SD) .....	N								
43.	Tennessee (TN) .....	N								
44.	Texas (TX) .....	N								
45.	Utah (UT) .....	N								
46.	Vermont (VT) .....	N								
47.	Virginia (VA) .....	N								
48.	Washington (WA) .....	N								
49.	West Virginia (WV) .....	N								
50.	Wisconsin (WI) .....	N								
51.	Wyoming (WY) .....	N								
52.	American Samoa (AS) .....	N								
53.	Guam (GU) .....	N								
54.	Puerto Rico (PR) .....	N								
55.	U.S. Virgin Islands (VI) .....	N								
56.	Northern Mariana Islands (MP) .....	N								
57.	Canada (CAN) .....	N								
58.	Aggregate other alien (OT) .....	X X X								
59.	Subtotal .....	X X X		2,145,154	509,871,501				512,016,655	
60.	Reporting entity contributions for Employee Benefit Plans .....	X X X								
61.	Total (Direct Business) .....	(a)..... 1		2,145,154	509,871,501				512,016,655	
DETAILS OF WRITE-INS										
5801.	.....	X X X								
5802.	.....	X X X								
5803.	.....	X X X								
5898.	Summary of remaining write-ins for Line 58 from overflow page .....	X X X								
5899.	TOTALS (Lines 5801 through 5803 plus 5898) (Line 58 above) .....	X X X								

(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business in the state.

(a) Insert the number of L responses except for Canada and Other Alien.

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER  
MEMBERS OF A HOLDING COMPANY GROUP  
PART 1 - ORGANIZATIONAL CHART

Caidan Enterprises, Inc. (MI; Federal Employer Identification # 52-2422207)

Organization Governance and Ownership Structure:

Equity Shareholders

Board of Directors

Shareholders at June 30, 2013:

D. Cotton, MD	32.4%
S. Cotton	31.6%
J. Cotton	10.0% - Non Voting Stock
S.P. Cotton	10.0% - Non Voting Stock
M. Cotton	10.0% - Non Voting Stock
T. Lauzon	6.0%

Caidan Management Company, LLC (MI; Federal Employer Identification # 26-4004494)

Organization Governance and Ownership Structure:

Equity Shareholders

Board of Directors

Shareholders at June 30, 2013:

Caidan Enterprises, Inc.	100%
--------------------------	------

Meridian Rx, LLC (MI; Federal Employer Identification # 27-1339224)

Organization Governance and Ownership Structure:

Equity Shareholders

Board of Directors

Shareholders at June 30, 2013:

Caidan Enterprises, Inc.	100%
--------------------------	------

Health Management, Inc. (MI; Federal Employer Identification # 38-3360283)

(common ownership with Caidan Enterprises, Inc. majority shareholder)

Organization Governance and Ownership Structure:

Equity Shareholders

Shareholders at June 30, 2013:

D. Cotton, MD	100%
---------------	------

Caidan Holding Company, Inc. (MI; Federal Employer Identification # 26-4004578)

Organization Governance and Ownership Structure:

Equity Shareholders

Board of Directors

Shareholders at June 30, 2013:

Caidan Enterprises, Inc.	100%
--------------------------	------

Meridian Health Plan of Michigan, Inc. (MI; NAIC # 52563; Federal Employer Identification # 38-3253977)

Organization Governance and Ownership Structure:

Equity Shareholders

Board of Directors

Shareholders at June 30, 2013:

Caidan Holding Company, Inc.	100%
------------------------------	------

Meridian Health Plan of Illinois, Inc. (IL; NAIC # 13189; Federal Employer Identification # 20-3209671)

Organization Governance and Ownership Structure:

Equity Shareholders

Board of Directors

Shareholders at June 30, 2013:

Caidan Holding Company, Inc.	100%
------------------------------	------

Meridian Health Plan of Iowa, Inc. (IA; NAIC # 14145; Federal Employer Identification # 45-1749180)

Organization Governance and Ownership Structure:

Equity Shareholders

Board of Directors

Shareholders at June 30, 2013:

Caidan Holding Company, Inc.	100%
------------------------------	------

Granite Care - Meridian Health Plan of New Hampshire, Inc. (NH; NAIC # 14228; Federal Employer Identification # 36-4717033)

Organization Governance and Ownership Structure:

Equity Shareholders

Board of Directors

Shareholders at June 30, 2013:

Caidan Holding Company, Inc.	100%
------------------------------	------

**SCHEDULE Y**

**PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM**

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Comp- any Code	Federal ID Number	FEDERAL RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domic- iliary Loca- tion	Relation- ship to Report- ing Entity	Directly Controlled by (Name of Entity / Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies) / Person(s)	*
.....	.....	00000	52-2422207	.....	.....	.....	Caidan Enterprises, Inc. ....	.. MI .	... UIP ..	David B. Cotton .....	Ownership, Board of Directors .....	..... 32.4	David B. Cotton .....	.....
.....	.....	00000	26-4004578	.....	.....	.....	Caidan Holding Company, Inc. ....	.. MI .	... UDP ..	Caidan Enterprises, Inc. ....	Ownership .....	..... 100.0	David B. Cotton .....	.....
.....	.....	0000	26-4004494	.....	.....	.....	Caidan Management Company, LLC .....	.. MI .	... NIA ..	Caidan Enterprises, Inc. ....	Ownership .....	..... 100.0	David B. Cotton .....	.....
.....	.....	0000	38-3360283	.....	.....	.....	Health Management, Inc .....	.. MI .	... NIA ..	Caidan Enterprises, Inc. ....	Ownership .....	..... 100.0	David B. Cotton .....	.....
.....	.....	00000	27-1339224	.....	.....	.....	MeridianRx, LLC .....	.. MI .	... NIA ..	Caidan Enterprises, Inc. ....	Ownership .....	..... 100.0	David B. Cotton .....	.....
4640 ..	Caidan Enterprises Inc Grp ...	13189	20-3209671	.....	.....	.....	Meridian Health Plan of Illinois, Inc	.. IL .	... IA ...	Caidan Holding Company, Inc.	Ownership .....	..... 100.0	David B. Cotton .....	.....
4640 ..	Caidan Enterprises Inc Grp ...	14145	45-1749180	.....	.....	.....	Meridian Health Plan of Iowa, Inc	.. IA .	... NIA ...	Caidan Holding Company, Inc .	Ownership .....	..... 100.0	David B. Cotton .....	.....
4640 ..	Caidan Enterprises Inc Grp ...	14228	36-4717033	.....	.....	.....	Granite Care - Meridian Health Plan of New Hampshire, Inc .....	.. NH .	... IA ...	Caidan Holding Company, Inc .	Ownership .....	..... 100.0	David B. Cotton .....	.....

Asterisk	Explanation
00000001	.....

# SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of NO to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?

RESPONSE
No

Explanations:

Bar Codes:

Medicare Part D Coverage Supplement



OVERFLOW PAGE FOR WRITE-INS

ASSETS

	Current Statement Date			4  December 31 Prior Year Net Admitted Assets
	1  Assets	2  Nonadmitted Assets	3  Net Admitted Assets (Cols. 1 - 2)	
2504. ....	.....	.....	.....	.....
2597. Summary of remaining write-ins for Line 25 (Lines 2504 through 2596) .....	.....	.....	.....	.....

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1	2	3	4
	Uncovered	Total	Total	Total
2904. ....	.....	.....	.....	.....
2997. Summary of remaining write-ins for Line 29 (Lines 2904 through 2996) .....	.....	.....	.....	.....

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1	2	3
	Current Year To Date	Prior Year To Date	Prior Year Ended December 31
4704. ....	.....	.....	.....
4705. ....	.....	.....	.....
4706. 0 .....	.....	.....	.....
4707. 0 .....	.....	.....	.....
4708. Repurchase of Stock .....	.....	.....	.....
4797. Summary of remaining write-ins for Line 47 (Lines 4704 through 4796) .....	.....	.....	.....

STATEMENT AS OF **June 30, 2013** OF THE **Meridian Health Plan of Michigan, Inc.**

SCHEDULE A - VERIFICATION

Real Estate		1	2
		Year To Date	Prior Year Ended December 31
1.	Book/adjusted carrying value, December 31 of prior year .....		
2.	Cost of acquired .....		
2.1	Actual cost at time of acquisition .....		
2.2	Additional investment made after acquisition .....		
3.	Current year change in encumbrances .....		
4.	Total gain (loss) on disposals .....		
5.	Deduct amounts received on disposals .....		
6.	Total foreign exchange change in book/adjusted carrying value .....		
7.	Deduct current year's other than temporary impairment recognized .....		
8.	Deduct current year's depreciation .....		
9.	Book/adjusted carrying value at the end of current period (Lines 1 + 2 + 3 + 4 - 5 + 6 - 7 - 8 ) .....		
10.	Deduct total nonadmitted amounts .....		
11.	Statement value at end of current period (Line 9 minus Line 10) .....		

SCHEDULE B - VERIFICATION

Mortgage Loans

		1	2
		Year To Date	Prior Year Ended December 31
1.	Book value/recorded investment excluding accrued interest, December 31 of prior year .....		
2.	Cost of acquired: .....		
2.1	Actual cost at time of acquisition .....		
2.2	Additional investment made after acquisition .....		
3.	Capitalized deferred interest and other .....		
4.	Accrual of discount .....		
5.	Unrealized valuation increase (decrease) .....		
6.	Total gain (loss) on disposals .....		
7.	Deduct amounts received on disposals .....		
8.	Deduct amortization of premium and mortgage interest points .....		
9.	Total foreign exchange change in book value/recorded investment .....		
10.	Deduct current year's other than temporary impairment recognized .....		
11.	Book value/recorded investment excluding accrued interest at end of current period (Lines 1 + 2 + 3 + 4 + 5 + 6 - 7 - 8 + 9 - 10) .....		
12.	Total valuation allowance .....		
13.	Subtotal (Line 11 plus Line 12) .....		
14.	Deduct total nonadmitted amounts .....		
15.	Statement value at end of current period (Line 13 minus Line 14) .....		

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

		1	2
		Year To Date	Prior Year Ended December 31
1.	Book/adjusted carrying value, December 31 of prior year .....	1,710,427	343,775
2.	Cost of acquired: .....		
2.1	Actual cost at time of acquisition .....		1,400,000
2.2	Additional investment made after acquisition .....		
3.	Capitalized deferred interest and other .....		
4.	Accrual of discount .....		
5.	Unrealized valuation increase (decrease) .....		(1,138)
6.	Total gain (loss) on disposals .....		
7.	Deduct amounts received on disposals .....	34,150	32,210
8.	Deduct amortization of premium and depreciation .....		
9.	Total foreign exchange change in book/adjusted carrying value .....		
10.	Deduct current year's other than temporary impairment recognized .....		
11.	Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 + 6 - 7 - 8 + 9 - 10) .....	1,676,277	1,710,427
12.	Deduct total nonadmitted amounts .....	1,365,850	1,400,000
13.	Statement value at end of current period (Line 11 minus Line 12) .....	310,427	310,427

SCHEDULE D - VERIFICATION

Bonds and Stocks

		1	2
		Year To Date	Prior Year Ended December 31
1.	Book/adjusted carrying value of bonds and stocks, December 31 of prior year .....	66,886,031	53,116,640
2.	Cost of bonds and stocks acquired .....	24,275,792	47,765,829
3.	Accrual of discount .....	8,714	33,857
4.	Unrealized valuation increase (decrease) .....	269,948	(69,080)
5.	Total gain (loss) on disposals .....	108,818	1,006,006
6.	Deduct consideration for bonds and stocks disposed of .....	24,085,176	34,339,143
7.	Deduct amortization of premium .....	427,182	628,078
8.	Total foreign exchange change in book/adjusted carrying value .....		
9.	Deduct current year's other than temporary impairment recognized .....		
10.	Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 - 6 - 7 + 8 - 9) .....	67,036,945	66,886,031
11.	Deduct total nonadmitted amounts .....		
12.	Statement value at end of current period (Line 10 minus Line 11) .....	67,036,945	66,886,031

**SCHEDULE D - PART 1B**  
**Showing the Acquisitions, Dispositions and Non-Trading Activity**  
**During the Current Quarter for all Bonds and Preferred Stock by Rating Class**

	1	2	3	4	5	6	7	8
	Book/Adjusted Carrying Value Beginning of Current Quarter	Acquisitions During Current Quarter	Dispositions During Current Quarter	Non-Trading Activity During Current Quarter	Book/Adjusted Carrying Value End of First Quarter	Book/Adjusted Carrying Value End of Second Quarter	Book/Adjusted Carrying Value End of Third Quarter	Book/Adjusted Carrying Value December 31 Prior Year
<b>BONDS</b>								
1. Class 1 (a) .....	76,149,800	32,707,987	36,594,820	719,005	76,149,800	72,981,972		69,726,552
2. Class 2 (a) .....	3,948,115	3,292,234	500,000	(1,050,875)	3,948,115	5,689,474		7,358,535
3. Class 3 (a) .....								
4. Class 4 (a) .....								
5. Class 5 (a) .....								
6. Class 6 (a) .....								
7. Total Bonds .....	80,097,915	36,000,221	37,094,820	(331,870)	80,097,915	78,671,446		77,085,087
<b>PREFERRED STOCK</b>								
8. Class 1 .....								
9. Class 2 .....								
10. Class 3 .....								
11. Class 4 .....								
12. Class 5 .....								
13. Class 6 .....								
14. Total Preferred Stock .....								
15. Total Bonds & Preferred Stock .....	80,097,915	36,000,221	37,094,820	(331,870)	80,097,915	78,671,446		77,085,087

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$.....17,788,468; NAIC 2 \$.....3,274,252; NAIC 3 \$.....0; NAIC 4 \$.....0; NAIC 5 \$.....0; NAIC 6 \$.....0

**SCHEDULE DA - PART 1**

**Short - Term Investments**

	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year To Date	5 Paid for Accrued Interest Year To Date
9199999. Totals .....	21,438,001	X X X	21,027,006	83,820	78,616

**SCHEDULE DA - Verification**

**Short-Term Investments**

		1 Year To Date	2 Prior Year Ended December 31
1.	Book/adjusted carrying value, December 31 of prior year .....	18,433,332	10,208,701
2.	Cost of short-term investments acquired .....	42,941,752	86,343,856
3.	Accrual of discount .....		
4.	Unrealized valuation increase (decrease) .....		
5.	Total gain (loss) on disposals .....	1,035	279
6.	Deduct consideration received on disposals .....	39,704,110	77,816,131
7.	Deduct amortization of premium .....	234,008	303,373
8.	Total foreign exchange change in book/adjusted carrying value .....		
9.	Deduct current year's other than temporary impairment recognized ....		
10.	Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 - 6 - 7 + 8 - 9) .....	21,438,001	18,433,332
11.	Deduct total nonadmitted amounts .....		
12.	Statement value at end of current period (Line 10 minus Line 11) .....	21,438,001	18,433,332



**SI04     Schedule DB - Part A Verification     . . . . . NONE**

**SI04     Schedule DB - Part B Verification     . . . . . NONE**

**SI05     Schedule DB Part C Section 1     . . . . . NONE**

**SI06     Schedule DB Part C Section 2     . . . . . NONE**

**SI07     Schedule DB - Verification     . . . . . NONE**

**SCHEDULE E - Verification**  
**(Cash Equivalents)**

		1	2
		Year To Date	Prior Year Ended December 31
1.	Book/adjusted carrying value, December 31 of prior year .....		100,000
2.	Cost of cash equivalents acquired .....	201,174	1,509,738
3.	Accrual of discount .....		
4.	Unrealized valuation increase (decrease) .....		
5.	Total gain (loss) on disposals .....		
6.	Deduct consideration received on disposals .....		1,600,000
7.	Deduct amortization of premium .....	455	9,738
8.	Total foreign exchange change in book/adjusted carrying value .....		
9.	Deduct current year's other than temporary impairment recognized ....		
10.	Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 - 6 - 7 + 8 - 9) .....	200,719	
11.	Deduct total nonadmitted amounts .....		
12.	Statement value at end of current period (Line 10 minus Line 11) .....	200,719	

**E01      Schedule A Part 2 ..... NONE**

**E01      Schedule A Part 3 ..... NONE**

**E02      Schedule B Part 2 ..... NONE**

**E02      Schedule B Part 3 ..... NONE**

**SCHEDULE BA - PART 2**

**Showing Other Long-Term Invested Assets ACQUIRED AND ADDITIONS MADE During the Current Quarter**

1	2	Location		5	6	7	8	9	10	11	12	13
CUSIP Identification	Name or Description	3	4	Name of Vendor or General Partner	NAIC Designation	Date Originally Acquired	Type and Strategy	Actual Cost at Time of Acquisition	Additional Investment Made After Acquisition	Amount of Encumbrances	Commitment for Additional Investment	Percentage of Ownership
		City	State									
NONE												
4199999 TOTALS .....								.....	.....	.....	.....	..... X X X .....

**SCHEDULE BA - PART 3**

**Showing Other Long-Term Invested Assets DISPOSED, Transferred or Repaid During the Current Quarter**

1	2	Location		5	6	7	8	Change in Book/Adjusted Carrying Value						15	16	17	18	19	20
		3	4					9	10	11	12	13	14						
CUSIP Identification	Name or Description	City	State	Name of Purchaser or Nature of Disposal	Date Originally Acquired	Disposal Date	Book/Adjusted Carrying Value Less Encumbrances, Prior Year	Unrealized Valuation Increase (Decrease)	Current Year's (Depreciation) or (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Capitalized Deferred Interest and Other	Total Change in B./A.C.V. (9 + 10 - 11 + 12)	Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value Less Encumbrances on Disposal	Consideration	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Investment Income
Collateral Loans - Unaffiliated																			
2399999 Subtotal - Collateral Loans - Unaffiliated																			
Non-collateral Loans - Unaffiliated																			
	Loan Receivable			Loan Payment	05/31/2012	05/31/2013	1,400,000							1,400,000	34,150				98,000
2599999 Subtotal - Non-collateral Loans - Unaffiliated							1,400,000							1,400,000	34,150				98,000
3999999 Total - Unaffiliated							1,400,000							1,400,000	34,150				98,000
4199999 TOTALS							1,400,000							1,400,000	34,150				98,000

**SCHEDULE D - PART 3**

**Show All Long-Term Bonds and Stock Acquired During the Current Quarter**

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
<b>Bonds - U.S. States, Territories and Possessions</b>									
68608UWU6 .....	OREGON ST FOR ISSUES DTD PRIOR .....		05/31/2013 .....	UBS .....	X X X .....	531,071 .....	440,000 .....	2,017 .....	1FE .....
1799999 Subtotal - Bonds - U.S. States, Territories and Possessions .....					X X X .....	531,071 .....	440,000 .....	2,017 .....	X X X .....
<b>Bonds - U.S. Political Subdivisions of States, Territories and Possessions</b>									
259030PG3 .....	DOUGLAS CNTY GA SCH DIST .....		05/13/2013 .....	UBS .....	X X X .....	22,662 .....	20,000 .....	125 .....	1FE .....
705227DC7 .....	PECOS BARSTOW TOYAH TEX INDPT .....		05/17/2013 .....	UBS .....	X X X .....	343,827 .....	300,000 .....	4,042 .....	1FE .....
2499999 Subtotal - Bonds - U.S. Political Subdivisions of States, Territories and Possessions .....					X X X .....	366,489 .....	320,000 .....	4,167 .....	X X X .....
<b>Bonds - U.S. Special Revenue, Special Assessment</b>									
010608D79 .....	ALABAMA ST PUB SCH & COLLEGE A .....		06/07/2013 .....	UBS .....	X X X .....	390,245 .....	340,000 .....	519 .....	1FE .....
29270CMA0 .....	ENERGY NORTHWEST WASH ELEC REV .....		05/21/2013 .....	UBS .....	X X X .....	44,729 .....	40,000 .....	624 .....	1FE .....
3133835F4 .....	FEDERAL HOME LOAN BANKS .....		06/28/2013 .....	UBS .....	X X X .....	977,500 .....	1,000,000 .....	625 .....	1 .....
313383CJ8 .....	FEDERAL HOME LOAN BANKS .....		05/14/2013 .....	UBS .....	X X X .....	1,000,000 .....	1,000,000 .....		1 .....
313383PL9 .....	FEDERAL HOME LOAN BANKS .....		06/28/2013 .....	UBS .....	X X X .....	1,000,000 .....	1,000,000 .....		1 .....
3136G0DX6 .....	FEDERAL NATL MTG ASSN CALL STEP 04 .....		04/09/2013 .....	UBS .....	X X X .....	750,311 .....	750,000 .....	4,167 .....	1 .....
37358MBF7 .....	GEORGIA ST RD & TWY AUTH REV .....		05/14/2013 .....	UBS .....	X X X .....	523,280 .....	500,000 .....	11,528 .....	1FE .....
4550577F0 .....	INDIANA ST FIN AUTH REV .....		06/07/2013 .....	UBS .....	X X X .....	347,148 .....	300,000 .....	5,458 .....	1FE .....
54423TAX0 .....	LOS ALAMOS CNTY N MEX INC GROS .....		05/17/2013 .....	UBS .....	X X X .....	302,500 .....	250,000 .....	7,125 .....	1FE .....
576051HT6 .....	MASSACHUSETTS ST WTR RES AUTH .....		06/14/2013 .....	UBS .....	X X X .....	290,000 .....	250,000 .....	5,031 .....	1FE .....
64971M6R8 .....	NEW YORK N Y CITY TRANSITIONAL .....		04/16/2013 .....	UBS .....	X X X .....	308,545 .....	250,000 .....	6,417 .....	1FE .....
70917RLX1 .....	PENNSYLVANIA ST HIGHER EDL FAC .....		05/20/2013 .....	UBS .....	X X X .....	571,875 .....	500,000 .....	10,972 .....	1FE .....
914119JP8 .....	UNIVERSITY CINCINNATI OHIO GEN .....		06/27/2013 .....	UBS .....	X X X .....	551,965 .....	500,000 .....	2,153 .....	1FE .....
3199999 Subtotal - Bonds - U.S. Special Revenue, Special Assessment .....					X X X .....	7,058,098 .....	6,680,000 .....	54,619 .....	X X X .....
<b>Bonds - Industrial and Miscellaneous (Unaffiliated)</b>									
78387GAP8 .....	SBC COMMUNICATIONS INC .....		05/07/2013 .....	UBS .....	X X X .....	795,885 .....	750,000 .....	5,844 .....	1FE .....
3899999 Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated) .....					X X X .....	795,885 .....	750,000 .....	5,844 .....	X X X .....
8399997 Subtotal - Bonds - Part 3 .....					X X X .....	8,751,543 .....	8,190,000 .....	66,647 .....	X X X .....
8399999 Subtotal - Bonds .....					X X X .....	8,751,543 .....	8,190,000 .....	66,647 .....	X X X .....
<b>Common Stocks - Industrial and Miscellaneous (Unaffiliated)</b>									
09251T509 .....	BLACKROCK GLB ALLOCATION FD .....		05/17/2013 .....	UBS .....	17,321.016 .....	375,000 .....	X X X .....		L .....
32008F606 .....	FIRST EAGLE FDS INC .....		05/17/2013 .....	UBS .....	7,083.491 .....	375,000 .....	X X X .....		L .....
466001864 .....	IVY FDS INC .....		05/17/2013 .....	UBS .....	13,227.513 .....	375,000 .....	X X X .....		L .....
94987W307 .....	WELLS FARGO FDS TR .....		05/17/2013 .....	UBS .....	33,692.722 .....	375,000 .....	X X X .....		L .....
9099999 Subtotal - Common Stocks - Industrial and Miscellaneous (Unaffiliated) .....					X X X .....	1,500,000 .....	X X X .....		X X X .....
9799997 Subtotal - Common Stocks - Part 3 .....					X X X .....	1,500,000 .....	X X X .....		X X X .....
9799999 Subtotal - Common Stocks .....					X X X .....	1,500,000 .....	X X X .....		X X X .....
9899999 Subtotal - Preferred and Common Stocks .....					X X X .....	1,500,000 .....	X X X .....		X X X .....
9999999 Total - Bonds, Preferred and Common Stocks .....					X X X .....	10,251,543 .....	X X X .....	66,647 .....	X X X .....

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues .....0.

**SCHEDULE D - PART 4**  
**Show All Long-Term Bonds and Stocks Sold, Redeemed or Otherwise Disposed of**  
**During the Current Quarter**

CUSIP Identification	Description	3 F o r e i g n	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consideration	8 Par Value	9 Actual Cost	10 Prior Year Book/ Adjusted Carrying Value	Change in Book/Adjusted Carrying Value					16 Book/ Adjusted Carrying Value at Disposal Date	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/ Stock Dividends Received During Year	21 Stated Contractual Maturity Date	22 NAIC Designation or Market Indicator (a)
										11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's (Amortization)/ Accretion	13 Current Year's Other Than Temporary Impairment Recognized	14 Total Change in B./A.C.V. (11 + 12 - 13)	15 Total Foreign Exchange Change in B./A.C.V.							
Bonds - U.S. Governments																					
36296DJ82	GNMA PASS-THRU X SINGLE FAMILY		06/15/2013	PRINCIPAL RECEIPT	X X X	10,057	10,057	10,543	10,569	(511)		(511)		10,057				251	10/15/2023	1	
36296JCV5	GNMA PASS-THRU X SINGLE FAMILY		06/15/2013	PRINCIPAL RECEIPT	X X X	3,905	3,905	4,035	4,001	(96)		(96)		3,905				77	08/15/2039	1	
36297FSV5	GNMA PASS-THRU X SINGLE FAMILY		06/15/2013	PRINCIPAL RECEIPT	X X X	7,397	7,397	7,693	7,616	(219)		(219)		7,397				153	08/15/2024	1	
38373SW78	GNMA REMIC TRUST 2003-35		06/16/2013	PRINCIPAL RECEIPT	X X X	11,048	11,048	11,159	11,141	(92)		(92)		11,048				197	03/16/2033	1	
38374HUF5	GNMA REMIC TRUST 2004-67		06/16/2013	PRINCIPAL RECEIPT	X X X	6,867	6,867	7,178	7,042	(175)		(175)		6,867				145	06/16/2028	1	
38377JZM8	GNMA REMIC TRUST 2010-125		06/20/2013	PRINCIPAL RECEIPT	X X X	22,113	22,113	22,821	22,513	(400)		(400)		22,113				321	04/20/2039	1	
38377JPQ0	GNMA REMIC TRUST 2010-98		06/20/2013	PRINCIPAL RECEIPT	X X X	5,924	5,924	6,669	6,464	(540)		(540)		5,924				111	09/20/2021	1	
38375CWQ9	GNMA REMIC TRUST 2012-43		06/20/2013	PRINCIPAL RECEIPT	X X X	5,356	5,356	5,638	5,597	(241)		(241)		5,356				67	07/20/2039	1	
0599999 Subtotal - Bonds - U.S. Governments					X X X	72,667	72,669	75,736	74,943	(2,274)		(2,274)		72,667				1,322	X X X	X X X	
Bonds - U.S. States, Territories and Possessions																					
452226V26	ILLINOIS ST		04/16/2013	UBS	X X X	352,590	350,000	387,615	356,972	(1,363)		(1,363)		355,609			(3,019)	(3,019)	6,329	06/15/2014	1FE
1799999 Subtotal - Bonds - U.S. States, Territories and Possessions					X X X	352,590	350,000	387,615	356,972	(1,363)		(1,363)		355,609			(3,019)	(3,019)	6,329	X X X	X X X
Bonds - U.S. Political Subdivisions of States, Territories and Possessions																					
833245FH1	SNOHOMISH CNTY WASH SCH DIST N		05/29/2013	UBS	X X X	502,124	455,000	508,554		(6,183)		(6,183)		502,370			(246)	(246)	11,501	12/01/2020	1FE
2499999 Subtotal - Bonds - U.S. Political Subdivisions of States, Territories and Possessions					X X X	502,124	455,000	508,554		(6,183)		(6,183)		502,370			(246)	(246)	11,501	X X X	X X X
Bonds - U.S. Special Revenue, Special Assessment																					
3128PES33	FED HOME LN MTG		06/15/2013	PRINCIPAL RECEIPT	X X X	1,322	1,322	1,415	1,331	(10)		(10)		1,322				34	08/01/2016	1	
3133XVWS2	FEDERAL HM LN BK CMO Y2-2015		06/20/2013	PRINCIPAL RECEIPT	X X X	10,916	10,916	10,964	10,948	(32)		(32)		10,916				118	04/20/2015	1	
31283KWN4	FEDERAL HOME LN MTG CORP POOL #G1		06/15/2013	PRINCIPAL RECEIPT	X X X	7,680	7,680	7,770	7,739	(59)		(59)		7,680				156	04/01/2019	1	
31335HVE0	FEDERAL HOME LOAN 90613 5% 1/2023		06/15/2013	PRINCIPAL RECEIPT	X X X	3,005	3,005	3,203	2,920	85		85		3,005				60	01/01/2023	1	
3133816D2	FEDERAL HOME LOAN BANKS		05/15/2013	CALLED @ 100.0000000	X X X	750,000	750,000	750,000	750,000					750,000				4,219	11/15/2027	1	
3133816N0	FEDERAL HOME LOAN BANKS		05/15/2013	UBS	X X X	1,000,000	1,000,000	1,000,000	1,000,000					1,000,000				6,500	11/15/2027	1	
3136FT3X5	FEDERAL NATL MTG ASSN		04/02/2013	CALLED @ 100.0000000	X X X	500,000	500,000	500,650		(650)		(650)		500,000				3,125	03/29/2027	1	
3136FT7E3	FEDERAL NATL MTG ASSN		04/02/2013	CALLED @ 100.0000000	X X X	1,000,000	1,000,000	1,004,400	1,003,620	(3,620)		(3,620)		1,000,000				10,000	03/29/2027	1	
3136FTZE2	FEDERAL NATL MTG ASSN		04/26/2013	VARIOUS	X X X	1,000,000	1,000,000	1,002,650	1,001,616	(1,616)		(1,616)		1,000,000				18,750	01/26/2027	1	
3136G0CQ2	FEDERAL NATL MTG ASSN		04/26/2013	VARIOUS	X X X	250,000	250,000	249,813	249,899	39		39		249,938		62	62	1,563	04/26/2027	1	
3136G0EA5	FEDERAL NATL MTG ASSN		04/30/2013	VARIOUS	X X X	250,000	250,000	249,750	249,921	79		79		250,000				1,250	04/30/2027	1	
3136G0HF1	FEDERAL NATL MTG ASSN		05/24/2013	CALLED @ 100.0000000	X X X	500,000	500,000	500,675		(675)		(675)		500,000				2,500	05/24/2027	1	
3136G0JH5	FEDERAL NATL MTG ASSN		05/24/2013	CALLED @ 100.0000000	X X X	1,000,000	1,000,000	1,001,099	250,000	(1,099)		(1,099)		1,000,000				6,250	05/24/2027	1	
3136G0LP4	FEDERAL NATL MTG ASSN		06/07/2013	CALLED @ 100.0000000	X X X	250,000	250,000	249,375	249,733	267		267		250,000				1,250	06/07/2027	1	
3136G0LU3	FEDERAL NATL MTG ASSN		06/21/2013	CALLED @ 100.0000000	X X X	1,000,000	1,000,000	1,002,040	1,001,835	(1,835)		(1,835)		1,000,000				5,000	06/21/2027	1	
3136G0LX7	FEDERAL NATL MTG ASSN		06/21/2013	CALLED @ 100.0000000	X X X	250,000	250,000	249,438	253,427	(3,427)		(3,427)		250,000				1,563	06/21/2027	1	
3136G0NG2	FEDERAL NATL MTG ASSN		06/28/2013	CALLED @ 100.0000000	X X X	500,000	500,000	501,240		(1,240)		(1,240)		500,000				2,500	06/28/2027	1	
3136G0UR0	FEDERAL NATL MTG ASSN		05/13/2013	UBS	X X X	1,000,000	1,000,000	999,500	999,513	11		11		999,525		475	475	8,750	08/13/2027	1	
3136G0DX6	FEDERAL NATL MTG ASSN CALL STEP 04		04/30/2013	VARIOUS	X X X	750,000	750,000	750,311		(311)		(311)		750,000				4,688	04/30/2027	1	
3136A9AZ1	FEDERAL NATL MTG ASSN GTD REMIC		06/25/2013	PRINCIPAL RECEIPT	X X X	50,931	50,931	51,448	51,396	(465)		(465)		50,931				411	06/25/2042	1	
3136G0KK6	FEDERAL NATL MTG ASSN MEDIUM TER		05/28/2013	CALLED @ 100.0000000	X X X	250,000	250,000	249,750	249,851	67		67		249,918		82	82	1,250	05/28/2027	1	
31395AX83	FHLMC MULTICLASS PREASSIGN 4.5		06/15/2013	PRINCIPAL RECEIPT	X X X	26,401	26,401	27,976	27,076	(676)		(676)		26,401				494	07/15/2019	1	
31395HW48	FHLMC MULTICLASS SER 2896 CL VA 5		06/15/2013	PRINCIPAL RECEIPT	X X X	24,624	24,624	24,966	24,680	(56)		(56)		24,624				580	10/15/2015	1	
31396EGF7	FHLMC MULTICLASS SER 3079 CL MD 5		06/15/2013	PRINCIPAL RECEIPT	X X X	64,365	64,365	67,502	65,230	(866)		(866)		64,365				1,331	03/15/2034	1	
3128PNCB9	FHLMC PC GOLD 15 YR		06/15/2013	PRINCIPAL RECEIPT	X X X	10,449	10,449	10,726	10,718	(269)		(269)		10,449				185	06/01/2024	1	
3128MCGH2	FHLMC PC GOLD COMB 15		06/15/2013	PRINCIPAL RECEIPT	X X X	7,718	7,718	7,907	7,884	(167)		(167)		7,718				144	06/01/2024	1	
3128MMKX0	FHLMC PC GOLD COMB 15		06/15/2013	PRINCIPAL RECEIPT	X X X	8,166	8,166	8,379	8,374	(208)		(208)		8,166				153	05/01/2024	1	
3128KQD78	FHLMC PC GOLD COMB 30		06/15/2013	PRINCIPAL RECEIPT	X X X	15,079	15,079	15,805	15,770	(691)		(691)		15,079				351	05/01/2037	1	
3129TH4M8	FHLMC PC GOLD COMB 30		06/15/2013	PRINCIPAL RECEIPT	X X X	9,834	9,834	10,037	9,997	(163)		(163)		9,834				191	02/01/2035	1	
3129TVY69	FHLMC PC GOLD COMB 30		06/15/2013	PRINCIPAL RECEIPT	X X X	3,479	3,479	3,551		(82)		(82)		3,479				66	11/01/2035	1	
31394GU92	FHLMC REMIC SERIES 2666		06/15/2013	PRINCIPAL RECEIPT	X X X	23,059	23,059	24,558	24,230	(1,171)		(1,171)		23,059				426	08/15/2023	1	
31394HUD1	FHLMC REMIC SERIES 2668		06/15/2013	PRINCIPAL RECEIPT	X X X	21,158	21,158	21,951	21,367	(209)		(209)		21,158				428	03/15/2032	1	
31394PDY6	FHLMC REMIC SERIES 2738		06/15/2013	PRINCIPAL RECEIPT	X X X	20,498	20,498	21,581	20,752	(254)		(254)		20,498				435	07/15/2032	1	
31394XJ98	FHLMC REMIC SERIES 2772		06/15/2013	PRINCIPAL RECEIPT	X X X	75,638	75,638	78,543	76,363	(724)		(724)		75,638				1,574	07/15/2032	1	
31396ND86	FHLMC REMIC SERIES 3145		06/15/2013	PRINCIPAL RECEIPT	X X X	10,727	10,727	11,066	10,877	(150)		(150)		10,727				215	10/15/2034	1	
3137A8L89	FHLMC REMIC SERIES 3819		06/15/2013	PRINCIPAL RECEIPT	X X X	11,738	11,738	11,964	11,924	(186)		(186)		11,738				122	11/15/2018	1	
3137AH4V7	FHLMC REMIC SERIES 3936		06/15/2013	PRINCIPAL RECEIPT	X X X	23,862	23,862	23,803	23,813	49		49		23,862				149	03/15/2026	1	
3137AFVW7	FHLMC REMIC SERIES 3944		06/15/2013	PRINCIPAL RECEIPT	X X X	5,966	5,966	6,043	6,012	(46)		(46)		5,966				62	07/15/2022	1	
3137APKC3	FHLMC REMIC SERIES 4030		06/15/2013	PRINCIPAL RECEIPT	X X X	8,487	8,487	8,529	8,522	(35)		(35)		8,487				70	02/15/2041	1	

QE05.1

**SCHEDULE D - PART 4**  
**Show All Long-Term Bonds and Stocks Sold, Redeemed or Otherwise Disposed of**  
**During the Current Quarter**

1	2	3 F o r e i g n	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consideration	8 Par Value	9 Actual Cost	10 Prior Year Book/ Adjusted Carrying Value	Change in Book/Adjusted Carrying Value					16 Book/ Adjusted Carrying Value at Disposal Date	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/ Stock Dividends Received During Year	21 Stated Contractual Maturity Date	22 NAIC Designation or Market Indicator (a)
										11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's (Amortization)/ Accretion	13 Current Year's Other Than Temporary Impairment Recognized	14 Total Change in B./A.C.V. (11 + 12 - 13)	15 Total Foreign Exchange Change in B./A.C.V.							
3137AWB95	FHLMC REMIC SERIES 4135		06/15/2013	PRINCIPAL RECEIPT	X X X	7,487	7,487	7,512	7,511		(24)		(24)		7,487				42	11/15/2027	1
31395GRN4	FHR 2872 JE 4.5% 2/15/18		06/15/2013	PRINCIPAL RECEIPT	X X X	11,589	11,589	11,642	11,589						11,589				217	02/15/2018	1
31371MBN6	FNMA 255745 5.5% 5/2025		06/25/2013	PRINCIPAL RECEIPT	X X X	3,352	3,352	3,748	3,306		46		46		3,352				76	05/01/2025	1
31402BXE9	FNMA PASS-THRU INT 15 YEAR		06/25/2013	PRINCIPAL RECEIPT	X X X	3,362	3,362	3,459	3,423		(61)		(61)		3,362				73	08/01/2018	1
31410FWM3	FNMA PASS-THRU INT 15 YEAR		06/25/2013	PRINCIPAL RECEIPT	X X X	5,674	5,674	5,901	5,839		(165)		(165)		5,674				117	05/01/2021	1
31414R7J8	FNMA PASS-THRU INT 15 YEAR		06/25/2013	PRINCIPAL RECEIPT	X X X	2,925	2,925	3,000	3,031		(106)		(106)		2,925				54	04/01/2023	1
31416RTG8	FNMA PASS-THRU INT 15 YEAR		06/25/2013	PRINCIPAL RECEIPT	X X X	9,638	9,638	9,649	9,647		(8)		(8)		9,638				161	06/01/2024	1
31417KQ59	FNMA PASS-THRU INT 15 YEAR		06/25/2013	PRINCIPAL RECEIPT	X X X	12,045	12,045	12,087	12,073		(27)		(27)		12,045				222	08/01/2024	1
31371LCD9	FNMA PASS-THRU LNG 30 YEAR		06/25/2013	PRINCIPAL RECEIPT	X X X	6,295	6,295	6,454	6,427		(132)		(132)		6,295				132	09/01/2033	1
31402CVZ2	FNMA PASS-THRU LNG 30 YEAR		06/25/2013	PRINCIPAL RECEIPT	X X X	19,229	19,229	19,667	19,609		(380)		(380)		19,229				399	03/01/2034	1
31402DMP2	FNMA PASS-THRU LNG 30 YEAR		06/25/2013	PRINCIPAL RECEIPT	X X X	10,868	10,868	11,038	11,012		(144)		(144)		10,868				204	09/01/2034	1
31403C6L0	FNMA PASS-THRU LNG 30 YEAR		06/25/2013	PRINCIPAL RECEIPT	X X X	10,211	10,211	10,457	10,434		(223)		(223)		10,211				212	02/01/2036	1
31403DDX4	FNMA PASS-THRU LNG 30 YEAR		06/25/2013	PRINCIPAL RECEIPT	X X X	10,232	10,232	10,717	10,749		(517)		(517)		10,232				235	04/01/2036	1
31414PZM4	FNMA PASS-THRU LNG 30 YEAR		06/25/2013	PRINCIPAL RECEIPT	X X X	3,614	3,614	3,785	3,886		(272)		(272)		3,614				84	03/01/2038	1
31416RFA6	FNMA PASS-THRU LNG 30 YEAR		06/25/2013	PRINCIPAL RECEIPT	X X X	5,385	5,385	5,413	5,411		(26)		(26)		5,385				98	01/01/2034	1
31371KSH5	FNMA POOL #254420 6% DUE 07-01-20		06/25/2013	PRINCIPAL RECEIPT	X X X	2,086	2,086	2,148	2,138		(52)		(52)		2,086				52	07/01/2022	1
31371LE62	FNMA POOL #254957 4% 10-01-2013 B		06/25/2013	PRINCIPAL RECEIPT	X X X	2,291	2,291	1,374	2,064		226		226		2,291				38	10/01/2013	1
31371LHE2	FNMA POOL #255029 5% 12-01-2023 B		06/25/2013	PRINCIPAL RECEIPT	X X X	6,759	6,759	6,779	6,774		(14)		(14)		6,759				137	12/01/2023	1
31371LMX4	FNMA POOL #255174 PASS THRU 10 YR		06/25/2013	PRINCIPAL RECEIPT	X X X	12,518	12,518	12,971	12,663		(145)		(145)		12,518				206	03/01/2014	1
31371LR50	FNMA POOL #255308 3 5% 05-01-2014		06/25/2013	PRINCIPAL RECEIPT	X X X	8,676	8,676	8,572	8,648		29		29		8,676				124	05/01/2014	1
31371NU45	FNMA POOL #257203 5% DUE 05-01-20		06/25/2013	PRINCIPAL RECEIPT	X X X	6,523	6,523	6,488	6,491		32		32		6,523				136	05/01/2028	1
31402RA41	FNMA POOL #735427 4 5% 12-01-2018		06/25/2013	PRINCIPAL RECEIPT	X X X	7,811	7,811	7,780	7,791		20		20		7,811				145	12/01/2018	1
31412QWA3	FNMA POOL #932241 4% 12-01-2019 B		06/25/2013	PRINCIPAL RECEIPT	X X X	7,678	7,678	7,927	7,857		(179)		(179)		7,678				126	12/01/2019	1
31394UUM2	FNMA REMIC TRUST 2005-101		06/25/2013	PRINCIPAL RECEIPT	X X X	36,172	36,172	38,489	36,903		(731)		(731)		36,172				734	06/25/2034	1
31394DED8	FNMA REMIC TRUST 2005-22		06/25/2013	PRINCIPAL RECEIPT	X X X	42,072	42,072	43,781	42,562		(490)		(490)		42,072				872	10/25/2033	1
31396QZS1	FNMA REMIC TRUST 2009-70		06/25/2013	PRINCIPAL RECEIPT	X X X	7,996	7,996	8,068	8,048		(52)		(52)		7,996				100	08/25/2019	1
31398FYD7	FNMA REMIC TRUST 2009-93		06/25/2013	PRINCIPAL RECEIPT	X X X	154,905	154,905	166,644	158,604		(3,699)		(3,699)		154,905				2,814	12/25/2020	1
31397QKB3	FNMA REMIC TRUST 2011-8		06/25/2013	PRINCIPAL RECEIPT	X X X	4,090	4,090	4,447	4,295		(205)		(205)		4,090				68	12/25/2023	1
3136A4E88	FNMA REMIC TRUST 2012-17		06/25/2013	PRINCIPAL RECEIPT	X X X	9,485	9,485	9,526	9,515		(30)		(30)		9,485				78	07/25/2039	1
574204XA6	MARYLAND ST DEPT TRANSN CONS T		06/13/2013	UBS	X X X	294,193	250,000	307,945					(3,145)		304,800		(10,607)	(10,607)	6,840	06/01/2024	1FE
64971M6R8	NEW YORK N Y CITY TRANSITIONAL		06/20/2013	UBS	X X X	290,225	250,000	308,545					(1,273)		307,272		(17,047)	(17,047)	8,938	11/01/2027	1FE
709223QB0	PENNSYLVANIA ST TPK COMMN TPK REV		05/29/2013	UBS	X X X	256,155	250,000	274,905	254,418		(1,965)		(1,965)		252,453			3,702	6,951	12/01/2013	1FE
3199999 Subtotal - Bonds - U.S. Special Revenue, Special Assessment					X X X	11,966,643	11,876,067	12,061,296	8,403,617		(34,107)		(34,107)		11,989,976		(23,333)	(23,333)	117,598	X X X	X X X
<b>Bonds - Industrial and Miscellaneous (Unaffiliated)</b>																					
06406HBJ7	BANK NEW YORK MTN BK ENT		04/01/2013	MATURITY	X X X	200,000	200,000	214,188	201,305		(1,305)		(1,305)		200,000				4,500	04/01/2013	1FE
191219BT0	COCA COLA ENTERPRISES INC		04/05/2013	CALLED @ 106.1190000	X X X	106,119	100,000	116,571	104,437		(973)		(973)		103,463		2,656	2,656	4,343	03/03/2014	1FE
3899999 Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)					X X X	306,119	300,000	330,759	305,742		(2,278)		(2,278)		303,463		2,656	2,656	8,843	X X X	X X X
8399997 Subtotal - Bonds - Part 4					X X X	13,200,143	13,053,735	13,363,960	9,141,274		(46,205)		(46,205)		13,224,085		(23,942)	(23,942)	145,593	X X X	X X X
8399999 Subtotal - Bonds					X X X	13,200,143	13,053,735	13,363,960	9,141,274		(46,205)		(46,205)		13,224,085		(23,942)	(23,942)	145,593	X X X	X X X
9899999 Subtotal - Preferred and Common Stocks					X X X		X X X													X X X	X X X
9999999 Total - Bonds, Preferred and Common Stocks					X X X	13,200,143	X X X	13,363,960	9,141,274		(46,205)		(46,205)		13,224,085		(23,942)	(23,942)	145,593	X X X	X X X

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues .....0.

**E06      Schedule DB Part A Section 1 ..... NONE**

**E07      Schedule DB Part B Section 1 ..... NONE**

**E08      Schedule DB Part D Section 1 ..... NONE**

**E09      Schedule DB Part D Section 2 - Collateral Pledged By Reporting Entity ..... NONE**

**E09      Schedule DB Part D Section 2 - Collateral Pledged To Reporting Entity ..... NONE**

**E10      Schedule DL - Part 1 - Securities Lending Collateral Assets ..... NONE**

**E11      Schedule DL - Part 2 - Securities Lending Collateral Assets ..... NONE**



**SCHEDULE E - PART 1 - CASH**

**Month End Depository Balances**

1			2	3	4	5	Book Balance at End of Each Month During Current Quarter			9
					Amount of Interest Received During Current Quarter	Amount of Interest Accrued at Current Statement Date	6	7	8	
Depository			Code	Rate of Interest			First Month	Second Month	Third Month	*
<b>open depositories</b>										
JP Morgan Chase, Detroit, MI	Concentration Account						96,467,451	107,114,888	103,347,138	X X X X X X
0199998 Deposits in .....0 depositories that do not exceed the allowable limit in any one depository (see Instructions) - open depositories			X X X	X X X						X X X
0199999 Totals - Open Depositories			X X X	X X X			96,467,451	107,114,888	103,347,138	X X X
0299998 Deposits in .....0 depositories that do not exceed the allowable limit in any one depository (see Instructions) - suspended depositories										
			X X X	X X X						X X X
0299999 Totals - Suspended Depositories			X X X	X X X						X X X
0399999 Total Cash On Deposit			X X X	X X X			96,467,451	107,114,888	103,347,138	X X X
0499999 Cash in Company's Office			X X X	X X X	X X X	X X X				X X X
0599999 Total Cash			X X X	X X X			96,467,451	107,114,888	103,347,138	X X X

**SCHEDULE E - PART 2 - CASH EQUIVALENTS**

Show Investments Owned End of Current Quarter

1	2	3	4	5	6	7	8
Description	Code	Date Acquired	Rate of Interest	Maturity Date	Book/Adjusted Carrying Value	Amount of Interest Due & Accrued	Amount Received During Year
<b>Industrial &amp; Miscellaneous (Unaffiliated) - Issuer Obligations</b>							
WALGREEN CO .....	.....	06/12/2013 ...	4.875	08/01/2013 ...	200,719	4,062	(455)
3299999 Subtotals - Industrial & Miscellaneous (Unaffiliated) - Issuer Obligations .....					200,719	4,062	(455)
3899999 Subtotals - Industrial & Miscellaneous (Unaffiliated) .....					200,719	4,062	(455)
8399999 Subtotals - Bonds .....					200,719	4,062	(455)
8499999 Sweep Accounts .....							
8599999 Other Cash Equivalents .....							
8699999 Total - Cash Equivalents .....					200,719	4,062	(455)

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QUARTERLY STATEMENT**

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